

Exhibit – A

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11
:
W.R. GRACE & CO., *et al.* : Case No. 01-1139 (JKF)
:
Debtors : (Jointly Administered)

**ORDER APPROVING FORTY-SIXTH QUARTERLY FEE APPLICATION OF
PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX
CONSULTANTS FOR DEBTORS, FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE INTERIM
PERIOD OF JULY 1, 2012 THROUGH SEPTEMBER 30, 2012**

Upon consideration of the Forty-Sixth Quarterly Fee Application of PricewaterhouseCoopers LLP (“PwC”), Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses, incurred during the interim period July 1, 2012 through September 30, 2012, dated November 13, 2012 (the “Application”); and upon the Certification of Thomas E. Smith in support of the Application; and upon a hearing having been held before this Court to consider the Forty-Sixth Quarterly Fee Application; and upon notice having been given pursuant to Bankruptcy Rule 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto, and sufficient cause having been shown therefore, it is hereby:

ORDERED that the Forty-Sixth Quarterly Fee Application is approved, and it is further

ORDERED that the compensation for services rendered in the amount of \$834,434.07 (plus \$3,981.22 for preparing the related fee applications) and reimbursement of expenses in the aggregate amount of \$36,346.28 with respect to the July 1, 2012 through September 30, 2012 monthly applications are hereby granted to PwC.

Dated: _____, 2012

Judith K. Fitzgerald
United States Bankruptcy Judge